

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
SUNEDISON, INC., <i>et al.</i>,	:	Case No. 16-10992 (SMB)
	:	
Debtors.¹	:	(Jointly Administered)

**STIPULATION AND AGREED ORDER REGARDING TEMPORARY
ALLOWANCE OF CLAIM ASSERTED BY THE TERRAFORM POWER, INC. AND
TERRAFORM GLOBAL, INC. FOR VOTING PURPOSES ONLY**

This *Stipulation and Agreed Order Regarding Temporary Allowance Of Claim For Voting Purposes Only* (this “Stipulation”) is made as of June 29, 2017, by and among SunEdison, Inc. and certain of its affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors,”) and TerraForm Power, Inc., on behalf of itself and its subsidiaries (collectively, “TERP”) and TerraForm Global, Inc., on behalf of itself and its subsidiaries (collectively, “GLBL, and together with TERP, the “Claimants,” and together with the Debtors, collectively, the “Parties”).

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388); SunE Minnesota Holdings, LLC (8926); TerraForm Private Holdings, LLC (5993); Hudson Energy Solar Corporation (3557); SunE REIT-D PR, LLC (5519); SunEdison Products, LLC (4445); SunEdison International Construction, LLC (9605); Vaughn Wind, LLC (4825); Maine Wind Holdings, LLC (1344); First Wind Energy, LLC (2171); First Wind Holdings, LLC (6257); and EchoFirst Finance Co., LLC (1607). The address of the Debtors' corporate headquarters is Two CityPlace Drive, 2nd floor, St. Louis, MO 63141.

WHEREAS, on June 12, 2017, the Debtors filed the *Amended Notice Of Filing Of Solicitation Version Of First Amended Disclosure Statement For First Amended Joint Plan Of Reorganization Of SunEdison, Inc. And Its Debtor Affiliates* [Docket No. 3314], which attached the *First Amended Joint Plan Of Reorganization Of SunEdison, Inc. And Its Debtor Affiliates* (as may be subsequently amended, supplemented, or modified, the “Plan”) and a disclosure statement with respect thereto (the “Disclosure Statement”);

WHEREAS, on June 13, 2017, the Court approved the Disclosure Statement as containing adequate information within the meaning of section 1125(a) of the Bankruptcy Code and entered the *Order (A) Approving The Adequacy Of The Debtors’ Disclosure Statement; (B) Approving Solicitation And Notice Procedures With Respect To Confirmation Of The Debtors’ Joint Proposed Plan; (C) Approving The Form Of Various Ballots And Notices In Connection Therewith; And (D) Scheduling Certain Dates With Respect Thereto* [Docket No. 3319] (the “Solicitation Procedures Order”);

WHEREAS, the Debtors are currently soliciting acceptances of the Plan in anticipation of the hearing to consider confirmation of the Plan on July 20, 2017;

WHEREAS, on September 15, 2016, the Court approved the *Stipulation and Agreed Order Among SunEdison, Inc., TerraForm Power, Inc. and TerraForm Global, Inc. Regarding Filing of Master Proofs of Claim* pursuant to which, among other things, TerraForm Power, Inc. and TerraForm Global, Inc., respectively, were authorized to file consolidated proofs of claim for themselves and on behalf of their respective direct and indirect subsidiaries;

WHEREAS, on the dates set forth in Exhibit 1, the Claimants filed 8 proofs of claim in the amounts and against the Debtors set forth on Exhibit 1 (the “Claims”);

WHEREAS, TerraForm Global, Inc. and certain of their affiliates, and SunEdison, Inc., and certain of its affiliates are party to that Settlement Agreement entered on March 6, 2017 (the “GLBL Settlement Agreement”) which was approved pursuant to the Bankruptcy Court order entered on June 7, 2017 [Docket No. 3292] (the “Settlement Approval Order”);

WHEREAS, TerraForm Power, Inc. and certain of their affiliates, and SunEdison, Inc., and certain of its affiliates are party to that Settlement Agreement entered on March 6, 2017 (the “TERP Settlement Agreement,” and together with the GLBL Settlement Agreement, the “Settlement Agreements”) which was approved pursuant to the Settlement Approval Order;

WHEREAS, under the terms of the Settlement Agreements and the Settlement Approval Order, TERP and GLBL entities party to the Settlement Agreements have agreed to waive and release certain claims in accordance with the terms of, and subject to the conditions set forth in, the Settlement Agreements and the Settlement Approval Order;

WHEREAS, Claimants seek to have certain claims temporarily allowed, for voting purposes only, so that Claimants may vote to accept or reject the Plan;

WHEREAS, pursuant to the Solicitations Procedures Order and in order to avoid the cost and expense of conducting an estimation procedure pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure to determine the amount of the Claims for voting purposes only, the parties have entered into this Stipulation.

NOW, THEREFORE, based upon the facts set forth above, it is stipulated and agreed by and among the Parties as follows:

1. Proof of Claim Number 5900 (the “TERP Temporarily Allowed Claim”) is temporarily allowed as a single Class 4 Unsecured General Claim of TerraForm Power, Inc.

against Debtor SunEdison, Inc. in the amount of \$1.00 for the purpose of permitting TerraForm Power, Inc. to vote on the Plan and for no other purpose.

2. Proof of Claim Number 5899 (the “GLBL Temporarily Allowed Claim,” and together with the TERP Temporarily Allowed Claim, the “Temporarily Allowed Claims”) is temporarily allowed as a single Class 4 Unsecured General Claim of TerraForm Global, Inc. against Debtor SunEdison, Inc. in the amount of \$1.00 for the purpose of permitting TerraForm Global, Inc. to vote on the Plan and for no other purpose.

3. For the avoidance of doubt, the Parties reserve any and all substantive and procedural rights regarding the Temporarily Allowed Claims, including but not limited to, the Debtors right to seek full disallowance of the Temporarily Allowed Claims and the Claimants right to seek full allowance of their respective Temporarily Allowed Claims and to object to and/or respond to any and all claims objections filed by the Debtors or any other party-in-interest, in each case subject in all respects to the terms of the Settlement Agreements and the Settlement Approval Order.

4. Other than the Temporarily Allowed Claims, all other Claims listed on Exhibit 1 attached hereto (the “Temporarily Disallowed Claims”) are temporarily disallowed and deemed to be \$0 solely for the purpose of voting, and accordingly such Claimants are not entitled to vote on the Plan. For the avoidance of doubt, the Parties reserve any and all substantive and procedural rights regarding the Temporarily Disallowed Claims, including but not limited to, the Debtors right to seek full disallowance of the Temporarily Disallowed Claims and the Claimants right to seek full allowance of their respective Temporarily Disallowed Claims and to object to and/or respond to any and all claims objections filed by the Debtors or any other party-in-

interest, in each case subject in all respects to the Settlement Agreements and the Settlement Approval Order.

5. For the avoidance of doubt, because such parties are not entitled to vote on the Plan, all TERP and GLBL entities other than TerraForm Power, Inc. and TerraForm Global, Inc. are not “Releasing Parties” as such term is defined in the Plan.

6. This Stipulation shall not determine (and may not be submitted or relied upon as evidence with respect to) the allowance, disallowance or amount of any claim of Claimants for any other purpose, including but not limited to the purpose of distributions made pursuant to the Plan.

7. The Debtors reserve the right to file, amend, modify, or supplement any objections to the Claims or any other claims (filed or not) which may be asserted against the Debtors on any grounds whatsoever, including, without limitation, objections as to the liability, amount, or priority of any claims asserted against the Debtors, in each case subject in all respects to the terms of the Settlement Agreements and the Settlement Approval Order.

8. This Court shall retain jurisdiction with respect to all matters arising under or related to this Stipulation, including any disputes that may arise between or among the Parties, and to interpret, implement, and enforce the provisions of this Stipulation.

Dated: June 29, 2017

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*Counsel for TerraForm Power, Inc. and TerraForm
Global, Inc.*

IT IS SO ORDERED:

Dated: **July 11, 2017**
New York, New York

/s/ STUART M. BERNSTEIN
HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Exhibit 1
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TerraForm Power, Inc. / TerraForm Global, Inc. Claims

No.	Claimant Name	Claim Number	Date Filed	Claim Amount	Debtor
1	TerraForm Power, Inc., for itself and on behalf of its direct and indirect subsidiaries	3938	9/23/2016	CUD	SunEdison, Inc.
2	TerraForm Global, Inc., for itself and on behalf of its direct and indirect subsidiaries	3974	9/23/2016	\$2,000,000,000.00	SunEdison, Inc.
3	TerraForm Global, Inc., for itself and on behalf of its direct and indirect subsidiaries	5899	10/7/2016	\$2,000,000,000.00	SunEdison, Inc.
4	TerraForm Power, Inc., for itself and on behalf of its direct and indirect subsidiaries	5900	10/7/2016	CUD	SunEdison, Inc.
5	TerraForm Power, Inc. for itself and on behalf of its direct and indirect subsidiaries	6176	5/3/2017	CUD	SunEdison, Inc.
6	TerraForm Global, Inc. for itself and on behalf of its direct and indirect subsidiaries	6177	5/3/2017	CUD	SunEdison, Inc.
7	TerraForm Global, Inc., for itself and on behalf of its direct and indirect subsidiaries	6300	6/23/2017	CUD	SunEdison, Inc.
8	TerraForm Power, Inc., for itself and on behalf of its direct and indirect subsidiaries	6301	6/23/2017	CUD	SunEdison, Inc.